

2-230A034

July 30, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO

FILED 1425

AUG 17 1992 -2 30 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 USC U11303(a) are two fully-executed copies of a Partial Termination and Release of Lien, a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 CFR U1177. The Partial Termination and Release releases certain collateral from the security interest granted pursuant to a Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by WCL Railcars, Inc. in favor of The Bank of New York (formerly known as Irving Trust Company) (Recordation Number 15496; Recorded on February 4, 1988).

The names and addresses of the parties to the document are as follows:

Secured Party: The Bank of New York
(formerly known as Irving Trust Company)
One Wall Street
New York, New York 10015

Grantee: WCL Railcars, Inc.
6250 North River Road
Suite 9000
Rosemont, Illinois 60017-5062

A description of the railroad equipment covered by the enclosed document is set forth as Exhibit A attached to this letter.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the recordation fee.

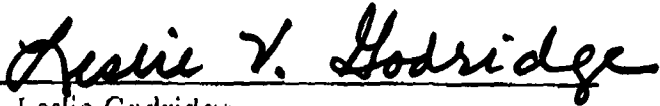
Please return a stamped copy of the enclosed document not required for your files to Debora J. Choate, Esq., McLachlan, Rissman & Doll, 6 West Hubbard Street, Suite 500, Chicago, Illinois 60610. A self-addressed, stamped envelope is enclosed for that purpose.

A short summary of the enclosed secondary document to appear in the ICC's files is as follows:

Partial Termination and Release of Lien dated as of July 30, 1992 releasing collateral subject to Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 (ICC Recordation No. 15496; Recorded February 4, 1988) by WCL Railcars, Inc. in favor of The Bank of New York (formerly known as Irving Trust Company) covering 128 box cars, bearing the following road numbers: WC 20306 - 20501 (not inclusive); 47 box cars, bearing the following road numbers: WC 26562 - 26648 (not inclusive); 52 hopper cars bearing the following road numbers: WC 34000 - 34051 (inclusive).

The Bank of New York

By:


Leslie Godridge

Its: Senior Vice-President

EXHIBIT A**100 Ton Box Cars:**

20306	20424
20307	20425
20312	20426
20314	20428
20322	20429
20328	20430
20340	20431
20346	20432
20352	20433
20353	20434
20360	20435
20369	20436
20370	20437
20372	20438
20374	20439
20378	20440
20377	20441
20378	20442
20379	20444
20380	20445
20381	20446
20382	20447
20383	20448
20384	20449
20385	20451
20386	20452
20387	20453
20388	20454
20389	20455
20390	20456
20391	20457
20392	20458
20393	20459
20394	20460
20395	20461
20396	20462
20400	20463
20401	20464
20402	20465
20403	20467
20404	20468
20406	20469
20407	20470
20408	20471
20409	20472
20410	20474
20411	20475
20412	20476
20414	20477
20416	20478
20417	20479
20419	20480
20420	20481
20421	20482
20422	20483

Total:

20484
20485
20486
20487
20488
20489
20490
20491
20492
20493
20494
20495
20496
20497
20498
20499
20500
20501

128

70 Ton Box Cars:

26343
26343
26343
26347
26349
26371
26372
26373
26374
26375
26376
26378
26379
26380
26382
26383
26388
26389
26390
26396
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26399
26402
26404
26405
26406
26408
26410
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26414
26418
26419
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26422
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26428
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26470
26471
26472
26474
26475
26476
26477
26478
26479
26480
26481
26482
26483

Total:

47

100 Ton Hopper Cars:

34000
34001
34002
34003
34004
34005
34006
34007
34008
34009
34010
34011
34012
34013
34014
34015
34016
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34018
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34040
34041
34042
34043
34044
34045
34046
34047
34048
34049
34050
34051
34052
34053

Total:

52

McLACHLAN, RISSMAN & DOLL

COUNSELORS AT LAW

DONALD J. McLACHLAN
THOMAS W. RISSMAN
JOHN H. DOLL

—
DEBORA J. CHOATE

6 W. HUBBARD STREET
SUITE 500
CHICAGO, ILLINOIS 60610
312-527-2300
TELECOPIER: 312-527-2023

August 13, 1992

BY CERTIFIED MAIL

Interstate Commerce Commission
Washington, D.C. 20423

Attention: Mrs. Lee

Dear Mrs. Lee:

Enclosed are the filings returned due to insufficient fees. We enclose two checks for \$1.00, together with the two \$15.00 checks previously issued, resulting in a payment of \$16.00 per filing.

Sincerely yours,



Debora J. Choate

DJC:ma

Enclosure(s)

AUG 17 1992 - 2 30 PM

PARTIAL TERMINATION AND RELEASE OF LIEN INTERSTATE COMMERCE COMMISSION

The undersigned, The Bank of New York (formerly known as Irving Trust Company), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its security interest in and to the one hundred twenty eight (128) 100 ton box cars, the forty seven (47) 70 ton box cars, and the fifty two (52) 100 ton hopper cars, all of which are further identified by road number on attached Exhibit A, as evidenced by that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by WCL Railcars, Inc., an Illinois corporation, in favor of The Bank of New York (formerly known as Irving Trust Company) (the "Equipment Mortgage"). The Equipment Mortgage was recorded with the Interstate Commerce Commission on February 4, 1988 and bears ICC Recordation Number 15496.

The Bank of New York's security interest in and to the collateral under the Equipment Mortgage other than the equipment described on attached Exhibit A remains intact and is unaffected by this partial termination and release.

Dated as of July 30 1992.

The Bank of New York
(formerly known as Irving Trust Company)

By: Leslie V. Godridge
Leslie Godridge

Its: Senior Vice-President

State of New York)
) SS:
County of New York)

On this 30 day of July, 1992, before me, personally appeared Leslie Godridge, known to me to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

Angelica Suarez
Notary Public

(NOTARY SEAL)

My commission expires: 2/5/94

ANGELICA SUAREZ
Notary Public, State of New York
No. 31-4981813
Qualified in New York County
Commission Expires Jan. 5, 1994
FEB

EXHIBIT A100 Ton Box Cars:

20306	20424
20307	20425
20312	20426
20314	20428
20322	20429
20328	20430
20340	20431
20346	20432
20352	20433
20353	20434
20360	20435
20369	20436
20370	20437
20372	20438
20374	20439
20375	20440
20377	20441
20378	20442
20379	20444
20380	20445
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20387	20453
20388	20454
20389	20455
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20392	20458
20393	20459
20394	20460
20395	20461
20396	20462
20400	20463
20401	20464
20402	20466
20403	20467
20404	20468
20406	20469
20407	20470
20408	20471
20409	20473
20410	20474
20411	20475
20413	20476
20414	20477
20416	20478
20417	20479
20419	20480
20420	20481
20421	20482
20422	20483

Total:

128

70 Ton Box Cars:

26562
26563
26565
26567
26569
26571
26572
26573
26574
26575
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26578
26579
26580
26582
26583
26588
26589
26590
26596
26598
26599
26601
26604
26605
26606
26608
26610
26612
26613
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26629
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26631
26632
26634
26635
26638
26643
26645
26650
26654
26655

Total:

47

100 Ton Hoppers Cars:

34000
34001
34002
34003
34004
34005
34006
34007
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34051

Total:

52